

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**

**Release No. 56400 / September 13, 2007**

**ACCOUNTING AND AUDITING ENFORCEMENT**

**Release No. 2680 / September 13, 2007**

**ADMINISTRATIVE PROCEEDING**

**File No. 3-12761**

**In the Matter of**

**Berger, Apple & Associates Ltd. and  
Mitchell S. Seifert, CPA,**

**Respondents.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE AND CEASE-AND-  
DESIST PROCEEDINGS PURSUANT TO  
SECTIONS 4C AND 21C OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND RULE 102(e) OF THE  
COMMISSION'S RULES OF PRACTICE,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS AND A CEASE-  
AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted against Berger, Apple & Associates Ltd. and Mitchell S. Seifert, CPA (collectively "Respondents") pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), and that public administrative proceedings be, and hereby are, instituted against Berger, Apple & Associates Ltd. pursuant to Section 4C<sup>1</sup> of the Exchange Act and Rule 102(e)(1)(iii) of the Commission's Rules of Practice.<sup>2</sup>

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<sup>1</sup> Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

<sup>2</sup> Rule 102(e)(1)(iii) provides, in relevant part, that:

The Commission may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is found . . . to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

## **II.**

In anticipation of the institution of these proceedings, Respondents have submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

## **III.**

On the basis of this Order and Respondents’ Offer, the Commission finds<sup>3</sup> that:

### **A. RESPONDENTS**

1. Berger, Apple & Associates Ltd. (the “Firm”) is an Ohio limited liability company and public accounting firm based in Beachwood, Ohio. The Firm audited MC Industrial Group, Inc.’s (“MC Industrial”) financial statements for the company’s 2003 fiscal year ended December 31, 2003.

2. Mitchell S. Seifert, CPA, (“Seifert”), 43, of Solon, Ohio, is a certified public accountant licensed in the state of Ohio since 1997. Seifert was the engagement partner in connection with the Firm’s audit of MC Industrial for the company’s 2003 fiscal year ended December 31, 2003.

### **B. FACTS**

1. MC Industrial (known as New Jersey Acquisition, Inc. during the relevant time period) is a Delaware corporation with its headquarters in Lakewood, New Jersey. MC Industrial’s common stock is registered pursuant to Section 12(g) of the Exchange Act and does not currently trade on any market. For its fiscal year ended December 31, 2003, MC Industrial reported no revenues and no assets.

2. MC Industrial has at all relevant times been an issuer as defined by the Sarbanes-Oxley Act of 2002 (the “Act”).

3. The Firm audited MC Industrial’s 2003 financial statements included in MC Industrial’s annual report for fiscal year 2003 on Form 10-KSB, filed with the Commission on March 12, 2004. As part of that audit, the Firm prepared and issued an audit report dated March 8, 2004 (the “MC Industrial audit report”), which the company included in its 2003 Form 10-KSB. The Firm did not collect any fees for the audit work.

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<sup>3</sup> The findings herein are made pursuant to Respondents’ Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.



